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*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	Chapter 11 Case No.
2008 BROADWAY, INC.,	:	15-23006 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-2340986	:	
In re	:	Chapter 11 Case No.
THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.,	:	15-23007 (RDD)
Debtor.	:	
Fed. Tax Id. No. 13-1890974	:	
In re	:	Chapter 11 Case No.
A&P LIVE BETTER, LLC,	:	15-23008 (RDD)
Debtor.	:	
Fed. Tax Id. No. 45-4700799	:	

In re	:	Chapter 11 Case No.
A&P REAL PROPERTY, LLC,	:	15-23009 (RDD)
Debtor.	:	
Fed. Tax Id. No. 45-4700973	:	
In re	:	Chapter 11 Case No.
APW SUPERMARKET CORPORATTION,	:	15-23010 (RDD)
Debtor.	:	
Fed. Tax Id. No. 11-2857132	:	
In re	:	Chapter 11 Case No.
APW SUPERMARKETS, INC.,	:	15-23011 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-3119509	:	
In re	:	Chapter 11 Case No.
BORMAN'S, INC.,	:	15-23012 (RDD)
Debtor.	:	
Fed. Tax Id. No. 38-1339761	:	
In re	:	Chapter 11 Case No.
DELAWARE COUNTY DAIRIES, INC.,	:	15-23013 (RDD)
Debtor.	:	
Fed. Tax Id. No. 15-0287090	:	

In re	:	Chapter 11 Case No.
FOOD BASICS, INC.,	:	15-23014 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-3821210	:	
In re	:	Chapter 11 Case No.
KWIK SAVE INC.,	:	15-23015 (RDD)
Debtor.	:	
Fed. Tax Id. No. 23-1658636	:	
In re	:	Chapter 11 Case No.
MCLEAN AVENUE PLAZA CORP.,	:	15-23016 (RDD)
Debtor.	:	
Fed. Tax Id. No. 11-2555227	:	
In re	:	Chapter 11 Case No.
MONTVALE HOLDINGS, INC.,	:	15-23017 (RDD)
Debtor.	:	
Fed. Tax Id. No. 45-4712947	:	
In re	:	Chapter 11 Case No.
MONTVALE-PARA HOLDINGS, INC.,	:	15-23018 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-3486664	:	

In re	:	Chapter 11 Case No.
ONPOINT, INC.,	:	15-23019 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-3596589	:	
In re	:	Chapter 11 Case No.
PATHMARK STORES, INC.,	:	15-23020 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-2879612	:	
In re	:	Chapter 11 Case No.
PLAINBRIDGE LLC,	:	15-23021 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-3225965	:	
In re	:	Chapter 11 Case No.
SHOPWELL, INC.,	:	15-23022 (RDD)
Debtor.	:	
Fed. Tax Id. No. 13-1703304	:	
In re	:	Chapter 11 Case No.
SUPER FRESH FOOD MARKETS, INC.,	:	15-23023 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-2402491	:	

In re	:	Chapter 11 Case No.
THE OLD WINE EMPORIUM OF WESTPORT, INC.,	:	15-23024 (RDD)
Debtor.	:	
Fed. Tax Id. No. 13-2650724	:	
In re	:	Chapter 11 Case No.
TRADEWELL FOODS OF CONN., INC.,	:	15-23025 (RDD)
Debtor.	:	
Fed. Tax Id. No. 06-0565748	:	
In re	:	Chapter 11 Case No.
WALDBAUM, INC.,	:	15-23026 (RDD)
Debtor.	:	
Fed. Tax Id. No. 11-1448599	:	

**MOTION OF DEBTORS PURSUANT TO
FED. R. BANKR. P. 1015(b) FOR ENTRY OF ORDER
DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The Great Atlantic & Pacific Tea Company, Inc. (“**A&P**”) and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectively represent:

Background

1. On the date hereof (the “**Commencement Date**”), the Debtors each commenced a voluntary case with this Court under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue operating their

businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory creditors' committee has been appointed in these chapter 11 cases.

2. Information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the Declaration of Christopher W. McGarry Pursuant to Rule 1007-2 of the Local Bankruptcy Rules of the Southern District of New York, sworn to on the date hereof (the "**McGarry Declaration**"), which has been filed with the Court contemporaneously herewith.

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

4. By this Motion, the Debtors request entry of an order directing joint administration of these chapter 11 cases for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**").

5. In addition, the Debtors respectfully request that the Court maintain one file and one docket for all of the jointly administered cases under the case number assigned to A&P, and that these chapter 11 cases be jointly administered under the following consolidated caption:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	x
In re	:
	:
THE GREAT ATLANTIC & PACIFIC TEA	Chapter 11
COMPANY, INC., et al.,	15-23007 (RDD)
	:
Debtors.	(Jointly Administered)
	:

7. The Debtors further request the Court's direction that a notation substantially similar to the following language be entered on the docket maintained by the Clerk of the Court to reflect the joint administration of the Debtors' chapter 11 cases:

An Order has been entered in accordance with rule 1015(b) of the Bankruptcy Rules directing the procedural consolidation and joint administration of the chapter 11 cases of 2008 Broadway, Inc.; The Great Atlantic & Pacific Tea Company, Inc.; A&P Live Better, LLC; A&P Real Property, LLC; APW Supermarket Corporation; APW Supermarkets, Inc.; Borman's, Inc.; Delaware County Dairies, Inc.; Food Basics, Inc.; Kwik Save Inc.; McLean Avenue Plaza Corp.; Montvale Holdings, Inc.; Montvale-Para Holdings, Inc.; Onpoint, Inc.; Pathmark Stores, Inc.; Plainbridge LLC; Shopwell, Inc.; Super Fresh Food Markets, Inc.; The Old Wine Emporium of Westport, Inc.; Tradewell Foods of Conn., Inc.; and Waldbaum, Inc. The docket in Case No. 15-23007 (RDD) should be consulted for all matters affecting the case.

6. Finally, the Debtors seek authority to file the monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees, issued by the Executive Office of the U.S. Trustee (revised November 27, 2013) on a consolidated basis.

7. A proposed form of order granting relief requested in the Motion is attached hereto as **Exhibit "A"** (the "**Proposed Order**").

The Relief Requested Should Be Granted

8. On the date hereof, the Debtors commenced the above-captioned chapter 11 cases by filing the appropriate petitions with this Court. As set forth in the McGarry Declaration, there are twenty-one (21) Debtors, and more than 100,000 creditors and other parties in interest in these chapter 11 cases. Joint administration will allow for the efficient and convenient administration of the Debtors' interrelated chapter 11 cases, will yield significant cost savings, and will not prejudice the substantive rights of any party in interest.

9. Bankruptcy Rule 1015(b) provides, in relevant part, that if "two or more petitions are pending in the same court by or against... a debtor and an affiliate, the court may order a joint administration of the estates." FED. R. BANKR. P. 1015(b). As set forth in the McGarry Declaration, the Debtors in these chapter 11 cases are "affiliates" as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein.

10. As set forth in the McGarry Declaration, the Debtors operate as an integrated national business with common ownership and control. The Debtors also share a number of financial and operational systems. As a result, many of the motions, hearings and orders that will arise in these cases will affect each and every Debtor. Joint administration of these chapter 11 cases therefore will reduce fees and costs by avoiding duplicative filings, objections, notices and hearings. Joint administration also will allow the United States Trustee (the "U.S. Trustee") and all other parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

11. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion only requests administrative—and not

substantive—consolidation of the Debtors’ estates. For example, any creditor still may file a claim against a particular Debtor or its estate (or against multiple Debtors and their respective estates), intercompany claims among the Debtors will not be affected, and the Debtors will maintain separate records of assets and liabilities.

Notice

12. Notice of this Motion has been provided to (i) the Office of the U.S. Trustee; (ii) the holders of the four (4) largest secured claims against the Debtors (on a consolidated basis); (iii) the holders of the forty (40) largest unsecured claims against the Debtors (on a consolidated basis); (iv) the attorneys for Wells Fargo Bank, National Association, as agent under that certain Amended and Restated Senior Secured Revolving Credit Agreement, dated as of September 17, 2014; (v) the attorneys for Wells Fargo Bank, National Association, as agent under that certain Amended and Restated Senior Secured Term Credit Agreement, dated as of September 17, 2014; (vi) U.S. Bank National Association, as trustee under that certain Indenture for Senior Secured PIK Toggle Notes due 2017 (the “**Prepetition PIK Notes**”); (vii) U.S. Bank National Association, as trustee under that certain Indenture for Senior Secured Convertible Notes due 2018 (the “**Prepetition Convertible Notes**”); (viii) the attorneys for the holders of a majority of the Prepetition PIK Notes; (ix) the attorneys for the holders of a majority of the Prepetition Convertible Notes; (x) the attorneys for the DIP Agent; (xi) the attorneys for The Yucaipa Companies, LLC and their affiliated funds; (xii) the attorneys for the United Food and Commercial Workers Union International; (xiii) the Securities and Exchange Commission; (xiv) the Internal Revenue Service; and (xv) the United States Attorney’s Office for the Southern District of New York; The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

13. No previous request for the relief sought herein has been made by the debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: July 19, 2015
New York, New York

/s/ Ray C. Schrock, P.C.
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and Debtors in Possession*

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11 Case No.
2008 BROADWAY, INC.,	:	15-23006 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-2340986	:	
In re	:	Chapter 11 Case No.
THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.,	:	15-23007 (RDD)
Debtor.	:	
Fed. Tax Id. No. 13-1890974	:	
In re	:	Chapter 11 Case No.
A&P LIVE BETTER, LLC,	:	15-23008 (RDD)
Debtor.	:	
Fed. Tax Id. No. 45-4700799	:	
In re	:	Chapter 11 Case No.
A&P REAL PROPERTY, LLC,	:	15-23009 (RDD)
Debtor.	:	
Fed. Tax Id. No. 45-4700973	:	
In re	:	Chapter 11 Case No.
APW SUPERMARKET CORPORATION,	:	15-23010 (RDD)
Debtor.	:	
Fed. Tax Id. No. 11-2857132	:	

In re	:	Chapter 11 Case No.
APW SUPERMARKETS, INC.,	:	15-23011 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-3119509	:	
In re	:	Chapter 11 Case No.
BORMAN'S, INC.,	:	15-23012 (RDD)
Debtor.	:	
Fed. Tax Id. No. 38-1339761	:	
In re	:	Chapter 11 Case No.
DELAWARE COUNTY DAIRIES, INC.,	:	15-23013 (RDD)
Debtor.	:	
Fed. Tax Id. No. 15-0287090	:	
In re	:	Chapter 11 Case No.
FOOD BASICS, INC.,	:	15-23014 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-3821210	:	
In re	:	Chapter 11 Case No.
KWIK SAVE INC.,	:	15-23015 (RDD)
Debtor.	:	
Fed. Tax Id. No. 23-1658636	:	

In re	:	Chapter 11 Case No.
MCLEAN AVENUE PLAZA CORP.,	:	15-23016 (RDD)
Debtor.	:	
Fed. Tax Id. No. 11-2555227	:	
In re	:	Chapter 11 Case No.
MONTVALE HOLDINGS, INC.,	:	15-23017 (RDD)
Debtor.	:	
Fed. Tax Id. No. 45-4712947	:	
In re	:	Chapter 11 Case No.
MONTVALE-PARA HOLDINGS, INC.,	:	15-23018 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-3486664	:	
In re	:	Chapter 11 Case No.
ONPOINT, INC.,	:	15-23019 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-3596589	:	
In re	:	Chapter 11 Case No.
PATHMARK STORES, INC.,	:	15-23020 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-2879612	:	

In re	:	Chapter 11 Case No.
PLAINBRIDGE LLC,	:	15-23021 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-3225965	:	
In re	:	Chapter 11 Case No.
SHOPWELL, INC.,	:	15-23022 (RDD)
Debtor.	:	
Fed. Tax Id. No. 13-1703304	:	
In re	:	Chapter 11 Case No.
SUPER FRESH FOOD MARKETS, INC.,	:	15-23023 (RDD)
Debtor.	:	
Fed. Tax Id. No. 22-2402491	:	
In re	:	Chapter 11 Case No.
THE OLD WINE EMPORIUM OF WESTPORT, INC.,	:	15-23024 (RDD)
Debtor.	:	
Fed. Tax Id. No. 13-2650724	:	
In re	:	Chapter 11 Case No.
TRADEWELL FOODS OF CONN., INC.,	:	15-23025 (RDD)
Debtor.	:	
Fed. Tax Id. No. 06-0565748	:	

In re	:	Chapter 11 Case No.
WALDBAUM, INC.,	:	15-23026 (RDD)
Debtor.	:	
	:	
Fed. Tax Id. No. 11-1448599	:	

ORDER PURSUANT TO FED. R. BANKR. P. 1015(B)
DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

Upon the motion (the “**Motion**”)¹ of The Great Atlantic & Pacific Tea Company, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order directing the joint administration of the Debtors’ related chapter 11 cases for procedural purposes only, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28. U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the Declaration of Christopher W. McGarry Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York, filed contemporaneously with the Motion, the record of the Hearing and all of the proceedings had before the Court; and

¹ Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that the Debtors' chapter 11 cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court; and it is further

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the Debtors' chapter 11 cases; and it is further

ORDERED that the caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<hr/> -----x	
In re	:
THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC., et al.,	:
Debtors.	:
	(Jointly Administered)
<hr/> -----x	

; and it is further

ORDERED that a docket entry shall be made in the chapter 11 cases of 2008 Broadway, Inc.; The Great Atlantic & Pacific Tea Company, Inc.; A&P Live Better, LLC; A&P Real Property, LLC; APW Supermarket Corporation, APW Supermarkets, Inc.; Borman's, Inc.; Delaware County Dairies, Inc.; Food Basics, Inc.; Kwik Save Inc.; McLean Avenue Plaza Corp.; Montvale Holdings, Inc.; Montvale-Para Holdings, Inc.; Onpoint, Inc.; Pathmark Stores, Inc.;

Plainbridge LLC; Shopwell, Inc.; Super Fresh Food Markets, Inc.; The Old Wine Emporium of Westport, Inc.; Tradewell Foods of Conn., Inc.; and Waldbaum, Inc. substantially as follows:

An Order has been entered in accordance with rule 1015(b) of the Bankruptcy Rules directing the procedural consolidation and joint administration of the chapter 11 cases of 2008 Broadway, Inc.; The Great Atlantic & Pacific Tea Company, Inc.; A&P Live Better, LLC; A&P Real Property, LLC; APW Supermarket Corporation, APW Supermarkets, Inc.; Borman's, Inc.; Delaware County Dairies, Inc.; Food Basics, Inc.; Kwik Save Inc.; McLean Avenue Plaza Corp.; Montvale Holdings, Inc.; Montvale-Para Holdings, Inc.; Onpoint, Inc.; Pathmark Stores, Inc.; Plainbridge LLC; Shopwell, Inc.; Super Fresh Food Markets, Inc.; The Old Wine Emporium of Westport, Inc.; Tradewell Foods of Conn., Inc.; and Waldbaum, Inc. The docket in Case No. 15-23007 (RDD) should be consulted for all matters affecting the case.

; and it is further

ORDERED that the Debtors may file their monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees, issued by the Executive Office of the U.S. Trustee (revised November 27, 2013), by consolidating the information required for each Debtor in one report; and it is further

ORDERED that the Debtors are authorized to take all action necessary to implement the relief granted in this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2015
White Plains, New York

UNITED STATES BANKRUPTCY JUDGE